

**IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

IN RE)	Chapter 11
)	
WOODBRIDGE GROUP OF COMPANIES, LLC, <i>et al.</i> , ¹)	Case No. 17-12560-KJC
)	(Jointly Administered)
)	
Debtors.)	
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**CERTIFICATION OF COUNSEL REGARDING ORDER APPROVING STIPULATION
AND AGREED ORDER EXTENDING TIME FOR U.S. SECURITIES AND EXCHANGE
COMMISSION TO TAKE ACTION TO DETERMINE THE DISCHARGEABILITY OF
A DEBT PURSUANT TO 11 U.S.C. § 1141(D)(6)**

The undersigned hereby certifies as follows:

1. On December 4, 2017 and February 9, 2018, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) commenced these chapter 11 cases.

2. If the Section 523(c)/Rule 4007(c) deadline were to apply to actions under Section 1141(d)(6), then the initial deadline in these cases for the Commission to file a dischargeability complaint (the “Dischargeability Complaint”) would have been March 12, 2018 (the “Initial Deadline”).

3. Pursuant to a prior Order of the Court [ECF No. 645], by agreement of the Parties (defined below), the Initial Deadline was extended to July 10, 2018 (the “Current Deadline”).

¹ The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of this information may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the undersigned counsel for the Debtors.

4. The Debtors, the U.S. Securities and Exchange Commission (the “Commission”), the Ad Hoc Committees for the Noteholders and the Unitholders, and the Official Committee of Unsecured Creditors (collectively, the “Parties”), believe that litigating dischargeability issues with the Commission at this stage of the cases would be premature and not an efficient use of time or estate resources.

5. The Parties have therefore agreed to extend the Current Deadline for the Commission to file a Dischargeability Complaint through and including the earlier of: (1) the deadline to file objections with respect to any disclosure statement filed in these cases, or (2) August 3, 2018 (the “Extended Deadline”), without prejudice to the Commission staff’s right to seek further extensions, and without prejudice to the rights of other Parties in interest to oppose any such extensions or to seek to set a deadline (after the Extended Deadline) for the filing of a complaint or taking of any required action to determine the dischargeability of any debt owing by the Debtors to the Commission pursuant to Section 1141(d)(6) (the “Stipulation”).

6. Attached hereto as Exhibit A is a proposed form of order (the “Proposed Order”) approving the Stipulation, a copy of which is attached to the Proposed Order as Exhibit I.

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order attached hereto as Exhibit A at the earliest convenience of the Court without further notice or hearing.

Dated: July 2, 2018
Wilmington, Delaware

/s/ Sean M. Beach

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Exhibit A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

IN RE WOODBRIDGE GROUP OF COMPANIES, LLC, <i>et al.</i> , ¹ <p style="text-align: right;">Debtors.</p> <hr style="width: 100%;"/>))))))))	Chapter 11 Case No. 17-12560-KJC (Jointly Administered) Ref. Docket No. ____
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**ORDER APPROVING STIPULATION AND AGREED ORDER EXTENDING TIME
FOR U.S. SECURITIES AND EXCHANGE COMMISSION TO TAKE ACTION
TO DETERMINE THE DISCHARGEABILITY OF A DEBT
PURSUANT TO 11 U.S.C. § 1141(d)(6)**

The Court having considered the *Stipulation and Agreed Order Extending Time for U.S. Securities and Exchange Commission to take Action to Determine the Dischargeability of a Debt Pursuant to 11 U.S.C. §1141(d)(6)*, a copy of which is annexed hereto as Exhibit I and was submitted under certification of counsel on July 2, 2018 (the "Stipulation"), it is hereby

ORDERED that:

1. The Stipulation is approved.
2. The Stipulation is incorporated herein by reference and made a part hereof

as if fully set forth herein.

¹ The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of this information may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the undersigned counsel for the Debtors.

3. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order and the Stipulation.

Dated: Wilmington, Delaware
July ____, 2018

Kevin J. Carey
United States Bankruptcy Judge

Exhibit I

Stipulation

**IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

IN RE)	Chapter 11
)	
WOODBRIIDGE GROUP OF COMPANIES, LLC, <i>et al.</i> , ¹)	Case No. 17-12560-KJC
)	(Jointly Administered)
)	
Debtors.)	

**STIPULATION AND AGREED ORDER EXTENDING TIME FOR U.S. SECURITIES
AND EXCHANGE COMMISSION TO TAKE ACTION TO DETERMINE THE
DISCHARGEABILITY OF A DEBT PURSUANT TO 11 U.S.C. § 1141(d)(6)**

WHEREAS, Section 1141(d)(6) of the Bankruptcy Code provides that “the confirmation of a plan does not discharge a debtor that is a corporation from any debt (A) of a kind specified in paragraph (2)(A) or (2)(B) of section 523(a) that is owed to a domestic governmental unit...”;

WHEREAS, the staff of the U.S. Securities and Exchange Commission (the “Commission”) believes that Section 523(c) (and corresponding deadline in Bankruptcy Rule 4007(c)) is inapplicable with respect to the dischargeability of a debt under Section 1141(d)(6) [*See In re Hawker Beechcraft, Inc.*, 515 B.R. 416 (S.D.N.Y. 2014)];

WHEREAS, if the Section 523(c)/Rule 4007(c) deadline were to apply to actions under Section 1141(d)(6), then the initial deadline in these cases for the Commission to file a

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dischargeability complaint (the “Dischargeability Complaint”) would have been March 12, 2018 (the “Initial Deadline”);

WHEREAS, pursuant to a prior Order of the Court [ECF No. 645], by agreement of the Parties (defined below), the Initial Deadline was extended to July 10, 2018 (the “Current Deadline”);

WHEREAS, the Debtors, Commission, the Ad Hoc Committees for the Noteholders and the Unitholders, and the Official Committee of Unsecured Creditors (collectively, the “Parties”) believe that litigating dischargeability issues with the Commission at this stage of these cases would be premature and not an efficient use of time or estate resources;

WHEREAS, although the Commission believes that it may file a complaint or take whatever action may be required, if any, to determine the dischargeability of any debt owing by the Debtors to the Commission pursuant to Section 1141(d)(6) at any time, including following the confirmation of a Chapter 11 Plan, without binding precedent in these cases, the Commission seeks, and the other Parties have agreed, to extend the Current Deadline for the Commission to file a Dischargeability Complaint through and including the earlier of: (1) the deadline to file objections with respect to any disclosure statement filed in these cases, or (2) August 3, 2018 (the “Extended Deadline”), without prejudice to the Commission staff’s right to seek further extensions, and without prejudice to the rights of other Parties in interest to oppose any such extensions or to seek to set a deadline (after the Extended Deadline) for the filing of a complaint or taking of any required action to determine the dischargeability of any debt owing by the Debtors to the Commission pursuant to Section 1141(d)(6);

NOW, THEREFORE, the Parties have STIPULATED AND AGREED that the deadline for the Commission to file a Dischargeability Complaint will be the Extended Deadline, without prejudice to the Commission staff's right to seek further extensions, and without prejudice to the rights of other Parties in interest to oppose any such extensions or to seek to set a deadline (after the Extended Deadline) for the filing of a complaint or taking of any required action to determine the dischargeability of any debt owing by the Debtors to the Commission pursuant to Section 1141(d)(6). Further, nothing in this Stipulation and Agreed Order constitutes a determination that any deadline exists for the Commission to seek a determination of nondischargeability under Section 1141(d)(6) of the Code.

Dated: July 2, 2018
Wilmington, Delaware

/s/ David W. Baddley

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